

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

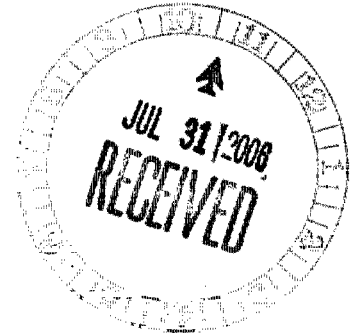
July 28, 2006

RECORDATION NO. 22251-B FILED

JUL 31 '06

11-48 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 3 dated as of March 1, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of June 11, 1999, which was duly filed and recorded on July 16, 1999 and assigned Recordation Number 22251.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

Two hundred twenty (220) 50-foot, 70-ton grade "A" boxcars bearing marks and numbers AOK 13780 through AOK 13999, more fully described in the Railcar List attached to the Memorandum of Lease.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

July 28, 2006

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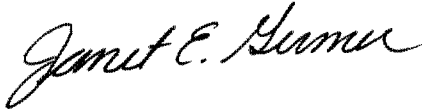
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 3 dated as of March 1, 2006 to a Lease Agreement dated as of June 11, 1999, between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

JUL 31 '06

11-48 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Between

***GREENBRIER LEASING COMPANY LLC
("LESSOR")***

and

***THE KANSAS CITY SOUTHERN RAILWAY COMPANY
("LESSEE")***

JUNE 11, 1999

SCHEDULE NO. 3

MARCH 1, 2006

This Memorandum of Schedule No. 3 dated March 1, 2006, to a Lease Agreement made and entered into as of June 11, 1999, is by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred twenty (220) 50-foot, 70-ton grade "A" boxcars, bearing marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. The Lease Agreement and Schedule No. 3 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 3 as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____ Vice President

LESSEE: THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By: _____

Title: Senior Vice President - Purchasing & Materials

APPROVED: BIP 4/29/06

STATE OF OREGON

)

) ss.

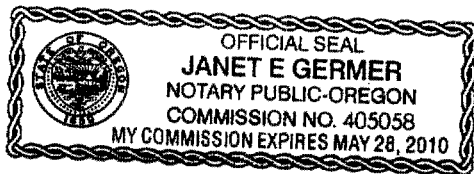
COUNTY OF CLACKAMAS

)

On this 26th day of July, 2006, before me personally appeared Joseph H. Wilsted, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2010



STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this _____ day of _____, 2005, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 24th day of July, 2006, before me personally appeared Richard M. Zuza, to me personally known, who being by me duly sworn, says that he is the Senior Vice President – Purchasing & Materials of The Kansas City Southern Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Barbara L. Blevins
NOTARY PUBLIC

My commission expires: _____

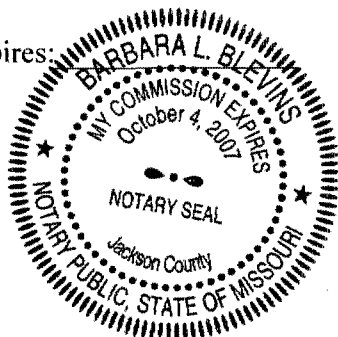


EXHIBIT A

RAIL EQUIPMENT LIST

Prior Mark	Prior Number	New Mark	New Number	Prior Mark	Prior Number	New Mark	New Number
ATW	102203	AOK	13780	ATW	102282	AOK	13823
ATW	102205	AOK	13781	ATW	102283	AOK	13824
ATW	102206	AOK	13782	ATW	102284	AOK	13825
ATW	102207	AOK	13783	ATW	102285	AOK	13826
ATW	102208	AOK	13784	ATW	102286	AOK	13827
ATW	102210	AOK	13785	ATW	102287	AOK	13828
ATW	102211	AOK	13786	ATW	102288	AOK	13829
ATW	102213	AOK	13787	ATW	102290	AOK	13830
ATW	102214	AOK	13788	ATW	102294	AOK	13831
ATW	102215	AOK	13789	ATW	102296	AOK	13832
ATW	102217	AOK	13790	ATW	102297	AOK	13833
ATW	102218	AOK	13791	ATW	102299	AOK	13834
ATW	102219	AOK	13792	ATW	102300	AOK	13835
ATW	102220	AOK	13793	ATW	102302	AOK	13836
ATW	102222	AOK	13794	ATW	102303	AOK	13837
ATW	102225	AOK	13795	ATW	102304	AOK	13838
ATW	102228	AOK	13796	ATW	102305	AOK	13839
ATW	102230	AOK	13797	ATW	102306	AOK	13840
ATW	102231	AOK	13798	ATW	102307	AOK	13841
ATW	102233	AOK	13799	ATW	102308	AOK	13842
ATW	102239	AOK	13800	ATW	102310	AOK	13843
ATW	102240	AOK	13801	ATW	102312	AOK	13844
ATW	102241	AOK	13802	ATW	102315	AOK	13845
ATW	102242	AOK	13803	ATW	102316	AOK	13846
ATW	102243	AOK	13804	ATW	102317	AOK	13847
ATW	102245	AOK	13805	ATW	102318	AOK	13848
ATW	102253	AOK	13806	ATW	102320	AOK	13849
ATW	102254	AOK	13807	ATW	102321	AOK	13850
ATW	102257	AOK	13808	ATW	102322	AOK	13851
ATW	102258	AOK	13809	ATW	102323	AOK	13852
ATW	102260	AOK	13810	ATW	102324	AOK	13853
ATW	102263	AOK	13811	ATW	102325	AOK	13854
ATW	102264	AOK	13812	ATW	102326	AOK	13855
ATW	102265	AOK	13813	ATW	102328	AOK	13856
ATW	102266	AOK	13814	ATW	102329	AOK	13857
ATW	102267	AOK	13815	ATW	102330	AOK	13858
ATW	102269	AOK	13816	ATW	102333	AOK	13859
ATW	102270	AOK	13817	ATW	102334	AOK	13860
ATW	102272	AOK	13818	ATW	102337	AOK	13861
ATW	102273	AOK	13819	ATW	102338	AOK	13862
ATW	102274	AOK	13820	ATW	102339	AOK	13863
ATW	102278	AOK	13821	ATW	102341	AOK	13864
ATW	102280	AOK	13822	ATW	102342	AOK	13865

Prior Mark	Prior Number	New Mark	New Number	Prior Mark	Prior Number	New Mark	New Number
ATW	102345	AOK	13866	ATW	102413	AOK	13909
ATW	102346	AOK	13867	ATW	102414	AOK	13910
ATW	102347	AOK	13868	ATW	102415	AOK	13911
ATW	102348	AOK	13869	ATW	102417	AOK	13912
ATW	102349	AOK	13870	ATW	102418	AOK	13913
ATW	102350	AOK	13871	ATW	102419	AOK	13914
ATW	102352	AOK	13872	ATW	102422	AOK	13915
ATW	102355	AOK	13873	ATW	102424	AOK	13916
ATW	102357	AOK	13874	ATW	102425	AOK	13917
ATW	102359	AOK	13875	ATW	102426	AOK	13918
ATW	102360	AOK	13876	ATW	102429	AOK	13919
ATW	102361	AOK	13877	ATW	102430	AOK	13920
ATW	102364	AOK	13878	ATW	102431	AOK	13921
ATW	102365	AOK	13879	ATW	102432	AOK	13922
ATW	102366	AOK	13880	ATW	102433	AOK	13923
ATW	102368	AOK	13881	ATW	102434	AOK	13924
ATW	102369	AOK	13882	ATW	102438	AOK	13925
ATW	102370	AOK	13883	ATW	102439	AOK	13926
ATW	102371	AOK	13884	ATW	102440	AOK	13927
ATW	102372	AOK	13885	ATW	102446	AOK	13928
ATW	102374	AOK	13886	ATW	102447	AOK	13929
ATW	102375	AOK	13887	ATW	102450	AOK	13930
ATW	102376	AOK	13888	ATW	102451	AOK	13931
ATW	102378	AOK	13889	ATW	102452	AOK	13932
ATW	102380	AOK	13890	ATW	102453	AOK	13933
ATW	102382	AOK	13891	ATW	102456	AOK	13934
ATW	102385	AOK	13892	ATW	102459	AOK	13935
ATW	102387	AOK	13893	ATW	102460	AOK	13936
ATW	102388	AOK	13894	ATW	102464	AOK	13937
ATW	102389	AOK	13895	ATW	102467	AOK	13938
ATW	102390	AOK	13896	ATW	102468	AOK	13939
ATW	102391	AOK	13897	ATW	102470	AOK	13940
ATW	102394	AOK	13898	ATW	102473	AOK	13941
ATW	102396	AOK	13899	ATW	102474	AOK	13942
ATW	102397	AOK	13900	ATW	102475	AOK	13943
ATW	102399	AOK	13901	ATW	102478	AOK	13944
ATW	102400	AOK	13902	ATW	102482	AOK	13945
ATW	102403	AOK	13903	ATW	102485	AOK	13946
ATW	102405	AOK	13904	ATW	102487	AOK	13947
ATW	102408	AOK	13905	ATW	102490	AOK	13948
ATW	102409	AOK	13906	ATW	102491	AOK	13949
ATW	102410	AOK	13907	ATW	102492	AOK	13950
ATW	102412	AOK	13908	ATW	102493	AOK	13951

Prior Mark	Prior Number	New Mark	New Number	Prior Mark	Prior Number	New Mark	New Number
ATW	102494	AOK	13952	ATW	102774	AOK	13976
ATW	102496	AOK	13953	ATW	102775	AOK	13977
ATW	102498	AOK	13954	ATW	102776	AOK	13978
ATW	102499	AOK	13955	ATW	102777	AOK	13979
ATW	102515	AOK	13956	ATW	102778	AOK	13980
ATW	102517	AOK	13957	ATW	102779	AOK	13981
ATW	102531	AOK	13958	ATW	102780	AOK	13982
ATW	102547	AOK	13959	ATW	102781	AOK	13983
ATW	102561	AOK	13960	ATW	102782	AOK	13984
ATW	102567	AOK	13961	ATW	102784	AOK	13985
ATW	102570	AOK	13962	ATW	102785	AOK	13986
ATW	102572	AOK	13963	ATW	102786	AOK	13987
ATW	102581	AOK	13964	ATW	102787	AOK	13988
ATW	102591	AOK	13965	ATW	102788	AOK	13989
ATW	102642	AOK	13966	ATW	102789	AOK	13990
ATW	102644	AOK	13967	ATW	102790	AOK	13991
ATW	102765	AOK	13968	ATW	102792	AOK	13992
ATW	102766	AOK	13969	ATW	102793	AOK	13993
ATW	102768	AOK	13970	ATW	102794	AOK	13994
ATW	102769	AOK	13971	ATW	102795	AOK	13995
ATW	102770	AOK	13972	ATW	102796	AOK	13996
ATW	102771	AOK	13973	ATW	102797	AOK	13997
ATW	102772	AOK	13974	ATW	102798	AOK	13998
ATW	102773	AOK	13975	ATW	102799	AOK	13999